

ATTACHMENT 1
(Streamlined Processing Requested)

I. INTRODUCTION AND SUMMARY OF THE TRANSACTION

Astrium Services Business Communications Inc. (“Licensee”) is the holder of international Section 214 authority for the provision of international facilities-based and global resale services, File No. ITC-214-20010529-00341. Licensee is an indirect, wholly owned subsidiary of Airbus DS Holding SAS (“Airbus” or “Transferor”). Airbus and Toruk AS (“Toruk” or “Transferee”) (together “Applicants”) hereby request Federal Communications Commission (“Commission”) consent to transfer control of the Licensee from Airbus to Toruk.

On December 17, 2015, Airbus, Astrium International Holding BV, and Toruk entered into a Share Purchase Agreement (“Agreement”) pursuant to which Toruk will purchase all of the issued and outstanding shares of Astrium Services AS (“Astrium”), an indirect subsidiary of Airbus and the immediate parent of the Licensee. Upon closing, the proposed transaction will result in the transfer of control of the Commission license and authorization held by the Licensee, which are identified on Exhibit 1.¹

Toruk is a Norwegian special-purpose acquisition vehicle that is wholly owned by a Luxembourg entity, Makto S.á.r.l. (“Makto”), which in turn is owned by funds managed and controlled by the French private equity firm, Apax Partners MidMarket SAS (“APMM”).

The Applicants respectfully request streamlined treatment of this Application pursuant to Section 63.12 of the Commission’s rules, as the application raises no competition or other public-interest concerns. The parties seek to consummate the proposed transaction as soon as practicable, and in any event no later than May 31, 2016.

¹ Concurrently with this Application, the Applicants will file an application for consent to transfer control of the non-common carrier Earth Stations On-Board Vessels (“ESV”) license, call sign WB36.

II. PUBLIC INTEREST STATEMENT

Grant of the requested consent to transfer control of ASBCI's international Section 214 authorization will serve the public interest. The proposed indirect acquisition of the Licensee by Toruk will enhance the ability of the Licensee to continue to compete in the market for fixed and mobile satellite services because it will ensure access to capital for further development of the ASBCI business. In addition, the proposed transaction will leverage the new owner's considerable experience and expertise. Notably, APMM's affiliate Apax Partners SA previously controlled the Licensee's business between 2007 and 2011. The proposed transaction poses no risks to competition, as neither Toruk nor APMM is an existing satellite services provider. The Applicants request that the Commission grant consent for the transfer of ASBCI's international Section 214 authorization subject to the existing, or a successor, network security agreement by and between ASBCI and the Team Telecom agencies.

III. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

The Parties submit the following information pursuant to Section 63.24(e) of the Commission's rules, including the information requested in Section 63.18:²

In response to Section 63.18(a):

Astrium Services Business Communications Inc. - Licensee
11707 South Sam Houston Parkway West
Suite A
Houston, TX 77031
Phone: (713) 910-3352
FRN: 0008760456

Airbus DS Holding SAS – Transferor
51 – 61 route de Verneuil,
78130 Les Mureaux France
Phone: +33 (0)1 39 06 12 34
FRN: 0024926644

Toruk AS – Transferee
Dronning Eufemias gate 14
0191 Oslo, Norway
Phone: +47 23 27 96 01 Attn: Mari Wetlesen
FRN: 0025201716

² 47 C.F.R. §§ 63.18, 63.24(e).

In response to 63.18(b):

Licensee is a Delaware corporation. Transferor, Airbus is organized under French law as a *societe par actions simplifíee*. Transferee, Toruk, is organized as an *Aksjeselskap*, a Norwegian private limited company.

Answer to Question 10

In response to Section 63.18(c): Please direct correspondence concerning this application to the following:

For the Licensee:

Thomas Collins, President
Astrium Services Business Communications Inc.
11707 South Sam Houston Parkway West
Suite A
Houston, TX 77031
Phone: (713) 910-3352
Tom.Collins@astrium.eads.net

For the Transferor:

Mark W. Brennan
Carly T. Didden
Hogan Lovells US LLP
555 13th Street NW
Washington, DC 20004
Phone: (202) 637-6409
Mark.Brennan@hoganlovells.com

For the Transferee:

John T. Nakahata
Kent D. Bressie
Randall W. Sifers
Harris, Wiltshire & Grannis LLP
1919 M Street NW
Eighth Floor
Washington, DC 20036
Phone: (202) 730-1300
jnakahata@hwglaw.com

In response to Section 63.18(d):

Licensee holds international section 214 authority, under ITC-214-20010529-00341, to provide international facilities-based and global resale service.

Transferor has not previously received international Section 214 authority from the Commission.

Transferee has not previously received international Section 214 authority from the Commission.

Answer to Question 11

In response to Section 63.18(h): The name, address, citizenship, and principal businesses of any person or entity holding post transaction, either directly or indirectly, at least ten percent of the equity of the Transferee or actual control, and the percentage of equity owned by each of those entities (as determined by the Commission's attribution criteria set forth in Section 63.18(h), Note to paragraph (h)):

As described below and illustrated on the organization chart on page 2 of Exhibit 2, Transferee, Toruk AS, is a Norwegian special-purpose acquisition vehicle that is wholly owned by a Luxembourg entity, Makto S.á.r.l. ("Makto"), which in turn is primarily owned by funds managed and controlled by the French private equity firm, Apax Partners MidMarket SAS ("APMM").

Links in the ownership chain (that account for at least ten percent of the equity or control) are set forth below and illustrated on the organization chart:

Astrium Services AS

Address: Lysaker Torg 45 Post Box 433, 13327 Lysaker, Norway

Citizenship: Norway

Principal Business: Telecomms

Equity Interest: 100% (direct)

Toruk AS

Address: Dronning Eufemias gate 14, 0191 Oslo Norway

Citizenship: Norway

Principal Business: Special-purpose acquisition vehicle created for the proposed transaction

Equity Interest: 100% (indirect)

Makto S.á.r.l.

Address: 5, rue Guillaume Kroll L, 1882 Luxembourg
Citizenship: Luxembourg
Principal Business: Investment vehicle
Equity Interest: 100% (indirect)

Apax France VIII-A (managed by APMM)

Address: 1, rue Paul Cézanne, 75008 Paris, France
Citizenship: France
Principal Business: Investment vehicle
Equity Interest: 17% (indirect)

Apax France VIII-B (managed by APMM)

Address: 1, rue Paul Cézanne, 75008 Paris, France
Citizenship: France
Principal Business: Investment vehicle
Equity Interest: 11% (indirect)

Phenix (managed by APMM)

Address: 1, rue Paul Cézanne, 75008 Paris, France
Citizenship: France
Principal Business: Investment vehicle
Equity Interest: 39% (indirect)

Phenix-B (managed by APMM)

Address: 1, rue Paul Cézanne, 75008 Paris, France
Citizenship: France
Principal Business: Investment vehicle
Equity Interest: 12% (indirect)

Apax France IX-B (managed by APMM)

Address: 1, rue Paul Cézanne, 75008 Paris, France
Citizenship: France
Principal Business: Investment vehicle
Equity Interest: 12% (indirect)

Altamir SCA

Address: 1, rue Paul Cézanne, 75008 Paris, France

Citizenship: France

Principal Business: Investment vehicle

Equity Interest (attributed):

11% (indirect) through Altamir's equity ownership in Apax France VIII-B;

12% (indirect) through Altamir's equity ownership in Phenix;

12% (indirect) through Altamir's equity ownership in Apax France IX-B

Apax Partners MidMarket SAS ("APMM")

Address: 1, rue Paul Cézanne, 75008 Paris, France

Citizenship: France

Principal Business: Private equity portfolio management company

Control: 95% (indirect) control

APMM manages and exercises the voting rights of the entities it manages. For this transaction, APMM exercises indirect control over approximately 95% of the interests of Transferee.

The following individuals have a 10% or greater indirect ownership and control interest in the Transferee through their direct ownership interests in APMM (interests shown below are attributed interests in Transferee, as determined by the Commission's attribution criteria set forth in Section 63.18(h), Note to paragraph (h)):

Mr. Edgard Misrahi

Address: 1, rue Paul Cézanne, 75008 Paris, France

Citizenship: France

Principal Business: Investor

Equity Interest (attributed): 30% (indirect)

Mr. Bertrand Pivin

Address: 1, rue Paul Cézanne, 75008 Paris, France

Citizenship: France

Principal Business: Investor

Equity Interest (attributed): 22% (indirect)

Ms. Monique Cohen

Address: 1, rue Paul Cézanne, 75008 Paris, France

Citizenship: France

Principal Business: Investor

Equity Interest (attributed): 18% (indirect)

Mr. Giles Rigal

Address: 1, rue Paul Cézanne, 75008 Paris, France

Citizenship: France

Principal Business: Investor

Equity Interest (attributed): 15% (indirect)

There are no other individuals or entities that hold a 10% or greater direct or indirect equity interest in or control the Transferee.

Answer to Question 12

Interlocking directorates of the Transferee:

Transferee certifies that it does not have any interlocking directorates with a foreign carrier.

Answer to Question 13 – Means by which the proposed transfer of control will take place

As discussed above, pursuant to the Agreement, Toruk has agreed to acquire all of the outstanding shares of Astrium's capital stock. The proposed transaction will therefore result in a change in control of Astrium and the Licensee, which will become indirect wholly owned subsidiaries of Toruk. See Exhibit 2 for charts depicting the Licensee's current and proposed ownership structure. Consequently, Toruk will indirectly control the Licensee, which holds an FCC license and international Section 214 authority.

Answer to Question 14

In response to Section 63.18(i):

Following the consummation of the proposed transaction, ASBCI will be affiliated with two foreign carriers in Portugal.

APMM managed funds, Apax France VIII-A and Apax France VIII-B, have agreed to acquire two Portuguese telecommunications companies, Cabovisão and ONI Communications, in a separate transaction scheduled to close on January 19, 2016. Apax France VIII-A and Apax France VIII-B will have an equity ownership interest in each entity of 86.65 percent at closing. APMM will therefore ultimately control ASBCI, Cabovisão and ONI Communications.

Answer to Question 15

In response to Section 63.18(j):

Transferee certifies that post-consummation, ASBCI does not seek to provide international telecommunications services to any destination country where: (i) Transferee is a foreign carrier; (ii) Transferee controls a foreign carrier; or (iii) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

Transferee certifies that post-consummation, ASBCI seeks to provide international telecommunications services to Portugal, a country where APMM—a party that controls Transferee—controls two foreign carriers. Transferee is therefore affiliated with these carriers. As discussed in response to Question 16 below, neither Cabovisão nor ONI Communications has a 50 percent-or-greater market share of the fixed local access or international transport markets in Portugal.

Answer to Question 16

In response to Section 63.18(m):

Pursuant to Section 63.10(a)(3), the Licensee qualifies for non-dominant carrier status on all international routes because each of its foreign carrier affiliates lacks a 50 percent-or-greater share in either of the fixed local access or international transport markets in Portugal. Moreover, neither Cabovisão nor ONI Communications appears on the Commission's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets.³

Answer to Question 17

In response to Section 63.18(n)

Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

³ See *International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, 22 FCC Rcd. 945 (Int'l Bur. 2007).

Answer to Question 18

In response to Section 63.18(k)

No response is required, as Portugal is a WTO Member.

Answer to Question 20

In response to Section 63.18(p)

The Application qualifies for streamlined processing pursuant to Section 63.18(p) of the Commission's rules. Cabovisão and ONI Communications, Toruk's affiliated foreign carriers in Portugal, qualify for a presumption of non-dominance under Section 63.10(a)(3), as described above in response to Question 16. *See* Section 63.12(c)(1)(ii) of the Commission's rules.

In response to Section 63.18(o)

Transferee certifies pursuant to §§1.2001 through 1.2003 of the Commission's rules that no party to the instant application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a.

IV. CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the Commission expeditiously consent to the proposed transfer of control of the Licensee from Airbus to Toruk.

Respectfully submitted,

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<p>John T. Nakahata Kent D. Bressie Randall W. Sifers Harris, Wiltshire & Grannis LLP 1919 M Street N.W., Eighth Floor Washington, D.C. 20036 +1 202 730 1300 jnakahata@hwglaw.com</p> <p><i>Counsel to Toruk AS and its affiliates</i></p>	<p>By: /s/ _____</p> <p>Bertrand Pivin President/Sole Board Member Toruk AS Dronning Eufemias gate 14 0191 Oslo, Norway +47 23 27 96 01</p>

Dated: January 19, 2016

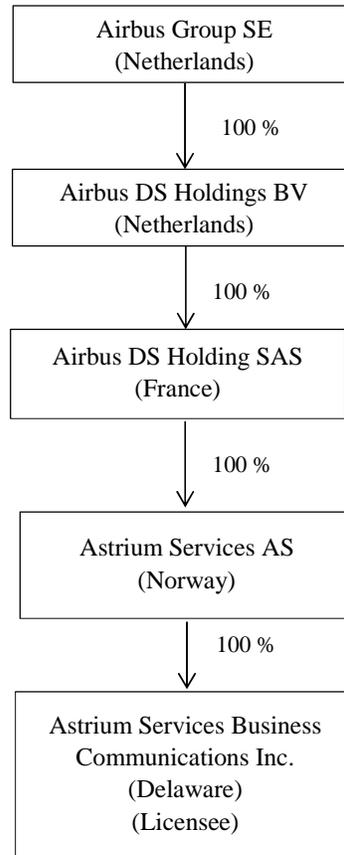
Exhibit 1

FCC Licenses and Authorization

1. **Section 214 Authority** to Provide Global Facilities-Based and Global Resale International Telecommunications Services (File No. ITC-214-20010529-00341)
2. **Call Sign WB36**, Earth Stations On-Board Vessels

Exhibit 2

Licensee Ownership Structure (Pre-Transaction)



Licensee Ownership Structure (Post-Transaction)

